

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

:
:
: MDL No. 2002
: 08-md-02002
:
:

THIS DOCUMENT RELATES TO:

: Civil Action No. 11-cv-510
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:

Winn-Dixie Stores, Inc. et al. v.
Michael Foods Inc., et al.

**DEFENDANT HILLANDALE FARMS, INC.'S ANSWER AND AFFIRMATIVE
DEFENSES TO THE THIRD AMENDED COMPLAINT OF
PLAINTIFFS WINN-DIXIE STORES, INC., ROUNDY'S SUPERMARKETS, INC., C&S
WHOLESALE GROCERS, INC., AND H.J. HEINZ COMPANY, L.P.**

Defendant Hillandale Farms, Inc. ("Hillandale Inc."), by and through its counsel, hereby answers the Third Amended Complaint (the "Complaint") filed by Plaintiffs Winn-Dixie Stores, Inc., Roundy's Supermarkets, Inc., C&S Wholesale Grocers, Inc., and H.J. Heinz Company, L.P. ("Plaintiffs") as follows. In accordance with Fed. R. Civ. P. 8(b)(1)(B), the answers of Hillandale Inc. are to those allegations which are or which could be understood to be asserted against Hillandale Inc., and unless specifically noted herein, Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth or falsity of those allegations directed towards any other defendant or defendants and on that basis denies them.

ANSWER

In response to the Preamble, Hillandale Inc. admits that Plaintiffs have filed suit against it and the other Defendants but denies that Plaintiff is entitled to relief under applicable law.

1. Hillandale Inc. admits only that Plaintiffs allege certain misconduct against it and the other Defendants. Hillandale Inc. denies the remaining allegations contained in this paragraph.

2. Hillandale Inc. admits only that Plaintiffs purport to define shell eggs and egg products. Hillandale Inc. denies the remaining allegations contained in this paragraph.

3. Hillandale Inc. denies that Winn-Dixie Stores, Inc., Roundy's Supermarkets, Inc., C&S Wholesale Grocers, Inc., or H.J. Heinz Company, L.P. purchased shell eggs or egg products directly from Hillandale Inc. at any time from 2000 to the present. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

4. Hillandale Inc. denies that it is a vertically integrated producer of shell eggs or egg products or that it is a trade group. Hillandale Inc. also denies that it acted in concert with and through the UEP and other trade groups to implement and enforce the conspiracy alleged in the Complaint. Hillandale Inc. also denies that Plaintiffs are "victims" of any conduct on the part of Hillandale Inc.. Hillandale Inc. admits only that it competes with some other named Defendants in certain markets. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the remaining allegations contained in this paragraph and therefore denies them.

5. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. admits only that the supply of eggs can impact the pricing of eggs. Hillandale Inc. denies the remaining allegations contained in this paragraph.

6. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations

contained in this paragraph. Hillandale Inc. admits only that the supply of eggs can impact the pricing of eggs. Hillandale Inc. denies the remaining allegations contained in this paragraph.

7. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

8. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

9. Hillandale Inc. denies the allegations contained in this paragraph.

10. Hillandale Inc. denies the allegations contained in this paragraph.

11. Hillandale Inc. denies the allegations contained in this paragraph.

12. The allegations in the second sentence of this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

13. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

14. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint,

those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

15. Hillandale Inc. denies the allegations contained in this paragraph.

16. Hillandale Inc. denies the allegations contained in this paragraph.

17. To the extent that the allegations contained in this paragraph, including each of its subparts, constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

18. Hillandale Inc. denies the allegations contained in this paragraph.

19. The allegations in the second sentence of this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

20. Hillandale Inc. denies the allegations contained in this paragraph.

21. Hillandale Inc. denies the allegations contained in this paragraph, including all of its subparts.

22. Hillandale Inc. admits only that Plaintiffs purport to bring this litigation under the statutes named in paragraph 22 and denies that Plaintiffs are entitled to any relief as against Hillandale Inc.. The remaining allegations in this paragraph consist of legal conclusions as to which no response is required. To the extent that a response is required, Hillandale Inc. denies those allegations.

23. The allegations in this paragraph consist of legal conclusions as to which no response is required. To the extent that a response is required, Hillandale Inc. denies those

allegations. Hillandale Inc. specifically denies that it is a “shell and egg products producer” or a trade group.

24. The allegations in this paragraph consist of legal conclusions as to which no response is required. To the extent that a response is required, Hillandale Inc. denies those allegations.

25. The allegations in this paragraph consist of legal conclusions as to which no response is required. To the extent that a response is required, Hillandale Inc. denies those allegations.

26. Hillandale Inc. denies that C&S Wholesale Grocers, Inc. purchased shell eggs or egg products directly from Hillandale Inc. at any time from 2000 to the present. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

27. Hillandale Inc. denies that Winn-Dixie Stores, Inc. purchased shell eggs or egg products directly from Hillandale Inc. at any time from 2000 to the present. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the remaining allegations contained in this paragraph and therefore denies them.

28. Hillandale Inc. denies that Roundy's Supermarkets, Inc. purchased shell eggs or egg products directly from Hillandale Inc. at any time from 2000 to the present. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the remaining allegations contained in this paragraph and therefore denies them.

29. Hillandale Inc. denies that H.J. Heinz Company, L.P. purchased shell eggs or egg products directly from Hillandale Inc. at any time from 2000 to the present. Hillandale Inc. is

without knowledge or information sufficient to form a belief as to the remaining allegations contained in this paragraph and therefore denies them.

30. This paragraph states a purported definition as to which no response is required. To the extent that a response is required, Hillandale Inc. denies those allegations. Hillandale Inc. further states that, in response to more specific allegations, it will respond only as to its own conduct.

31. This paragraph states a purported definition as to which no response is required. To the extent that a response is required, Hillandale Inc. denies those allegations. Hillandale Inc. denies that Plaintiffs have a good faith basis for any claim that each allegation made against “defendants” or “co-conspirators” or “UEP members” generally describes acts carried out by Hillandale Inc..

32. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

33. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

34. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

35. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

36. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

37. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

38. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

39. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

40. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

41. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

42. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

43. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

44. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

45. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

46. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

47. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

48. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

49. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

50. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

51. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

52. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

53. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

54. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

55. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

56. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

57. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

58. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. admits only that Cal-Maine acquired Hillandale Farms of Florida, Inc. in 2005. Hillandale Inc. denies that it is the same entity as the “Hillandale Farms, Inc.” referenced in this paragraph. Hillandale Inc. is without knowledge or

information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

59. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

60. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies that it is the same entity as the “Hillandale Farms, Inc.” referenced in this paragraph. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

61. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies that it is the same entity as the “Hillandale Farms, Inc.” referenced in this paragraph. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

62. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

63. Hillandale Inc. denies that it is the same entity as the “Hillandale Farms, Inc.” referenced in this paragraph. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

64. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

65. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

66. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

67. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

68. Hillandale Inc. admits only that it markets and sells shell eggs and that Plaintiffs purport to define “Hillandale Farms” in this paragraph. Hillandale Farms is not a legal entity; it is a marketing brand for numerous products including, but not limited to, shell eggs. Hillandale Inc. denies the remaining allegations contained in this paragraph, including specifically any allegation or implication that Hillandale Inc. may be held legally responsible under any theory for the acts of any other company, including, but not limited to, any other named defendant.

69. Hillandale Inc. denies the allegations contained in this paragraph.

70. Plaintiffs’ purported definition of “Hillandale Farms” consists of two or more legally separate and individual companies. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

71. Hillandale Inc. admits only that Hillandale PA is a Pennsylvania corporation with its principal place of business located in North Versailles, Pennsylvania; that it is a distributor of

shell eggs and that it sells eggs under the Hillandale Farms, Nearby Eggs and Hartford Farms labels as well as corporate store brands; and that it markets and sells UEP certified eggs produced by other companies. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

72. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. admits only that Hillandale PA markets and sells UEP certified eggs produced by other companies. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

73. Hillandale Inc. admits only that Orland Bethel is the owner and former president of Hillandale PA; that Gary Bethel is the current president and has served as an officer of Hillandale PA; and that Steve Vendemia is the Treasurer of Hillandale PA. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

74. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

75. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint,

those documents speak for themselves. Hillandale-Inc. denies the remaining allegations contained in this paragraph, including each of its subparts.

76. Hillandale Inc. admits only that Hillandale-Gettysburg is a Pennsylvania limited partnership with its principal place of business in Gettysburg, Pennsylvania; that its owners include Orland Bethel, the Bethel Family Trust, and Hershey Equipment, Co.; that HGLP, LLC is the managing general partner of Hillandale-Gettysburg; that Hershey Equipment, Co. and Gary Bethel have a minority ownership interest in HGLP, LLC; that Hillandale-Gettysburg is a member of UEP; and that Hillandale-Gettysburg is a producer of UEP certified eggs. Hillandale Inc. denies the allegations in this paragraph, including each of its subparts, insofar as they relate to Hillandale Inc. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph, including each of its subparts, and therefore denies them.

77. Hillandale Inc. admits only that Hillandale East is a Pennsylvania corporation with locations in Spring Grove, Pennsylvania and Reedsville, Pennsylvania; that Hillandale East markets and sells UEP certified eggs produced by other companies, including Hillandale-Gettysburg; that Hillandale PA is the majority owner of Hillandale East; that Gary Bethel is the president and a minority owner of Hillandale East; that James Minkin is the Vice President, manager, and minority owner of Hillandale East; that other owners of Hillandale East include Steve Vendemia and Susan Vendemia; and that Orland Bethel is the secretary and treasurer of Hillandale East. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph, including each of its subparts, and therefore denies them.

78. Hillandale Inc. admits only that it is an Ohio Corporation that has registered offices in Flushing, Ohio and Corry, Pennsylvania; that it markets and sells UEP certified eggs produced by other companies, including Ohio Fresh; that Orland Bethel is the President of Hillandale Inc.; that Gary Bethel is the Secretary of Hillandale Inc.; and that Steve Vendemia is the Vice President of Hillandale Inc. Hillandale Inc. denies the remaining allegations contained in this paragraph.

79. Hillandale Inc. admits only that Ohio Fresh Eggs, LLC had its principal place of business in Croton, Ohio and that it owned egg production facilities in Ohio. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph, including each of its subparts, and therefore denies them.

80. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

81. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

82. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

83. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

84. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

85. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

86. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

87. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

88. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

89. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

90. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

91. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

92. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

93. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

94. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

95. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

96. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

97. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

98. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

99. Hillandale Inc. admits only that UEP is a Capper-Volstead Agricultural cooperative with an office in Alpharetta, Georgia. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

100. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

101. Hillandale Inc. admits only that USEM is a Capper-Volstead Agricultural cooperative with an office in Alpharetta, Georgia. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

102. Hillandale Inc. denies any allegation that it conspired or had any co-conspirators. The remaining allegations in this paragraph state legal conclusion as to which no response is required. If and to the extent those allegations are deemed to require a response, Hillandale Inc. denies them.

103. Hillandale Inc. denies the allegations contained in this paragraph.

104. Hillandale Inc. denies the allegations contained in this paragraph.

105. This paragraph purports to be a statement of incorporation as to which no response is required. To the extent that a response is required, Hillandale Inc. denies those allegations.

106. Hillandale Inc. admits only that eggs may be sold as “shell eggs” or “egg products”. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

107. Hillandale Inc. admits only that shell eggs may be purchased by grocery stores, hotels, restaurants and other entities. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

108. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

109. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

110. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

111. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

112. The allegations in this paragraph consist of legal conclusions as to which no response is required. To the extent that a response is required, Hillandale Inc. denies those allegations.

113. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

114. Hillandale Inc. admits only that Plaintiffs purport to define “vertically integrated enterprise”. Hillandale Inc. denies the remaining allegations contained in this paragraph.

115. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

116. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

117. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

118. Hillandale Inc. admits only that Plaintiffs purport to define “pullets” in this paragraph, but is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

119. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

120. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

121. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

122. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

123. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

124. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

125. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

126. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

127. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

128. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

129. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

130. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

131. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

132. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

133. Hillandale Inc. admits that only that Plaintiffs purport to define “specialty eggs” and that organic, free-range, and cage-free eggs are excluded from this lawsuit.

134. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

135. Hillandale Inc. admits only that there have some been mergers or acquisitions in the egg industry, but is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

136. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

137. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

138. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

139. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

140. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies that it “collectively utilized exports to Europe in a purposeful effort to reduce domestic egg supply in the United States and thereby raise the domestic United States prices for shell eggs and egg products.” Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

141. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

142. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

143. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

144. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. admits only that the supply of eggs can impact the pricing of eggs.

Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

145. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

146. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

147. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

148. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

149. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

150. Hillandale Inc. denies the allegations contained in this paragraph.

151. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. admits only that the supply of eggs can impact the pricing of eggs. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

152. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

153. Hillandale Inc. denies the allegations contained in this paragraph.

154. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

155. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

156. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

157. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

158. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

159. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

160. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

161. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

162. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

163. Hillandale Inc. admits only that UEP is a Capper-Volstead Agricultural cooperative in the United States. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

164. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

165. Hillandale Inc. admits only that UEP is a Capper-Volstead Agricultural cooperative in the United States. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

166. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

167. Hillandale Inc. admits only that UEP publishes a newsletter called “United Voices” and that its distribution includes UEP members. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

168. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

169. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

170. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

171. Hillandale Inc. admits only that USEM is a Capper-Volstead Agricultural cooperative with an office in Alpharetta, Georgia. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

172. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

173. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

174. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. admits only that Gene Gregory was the president of UEP. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

175. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

176. Hillandale Inc. is without knowledge or information sufficient to form a belief as to UEP's membership prior to 1999 or changes in UEP's membership structure in 1999 therefore denies those allegations. Hillandale Inc. denies the remaining allegations contained in this paragraph.

177. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

178. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

179. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

180. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

181. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

182. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in the first sentence of this paragraph and therefore denies them. Hillandale Inc. denies the remaining allegations contained in this paragraph.

183. Hillandale Inc. denies the allegations contained in this paragraph.

184. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

185. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

186. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

187. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

188. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

189. Hillandale Inc. denies the allegations contained in this paragraph.

190. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

191. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

192. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

193. Hillandale Inc. denies the allegations contained in this paragraph.

194. Hillandale Inc. denies the allegations contained in this paragraph.

195. Hillandale Inc. denies the allegations contained in this paragraph.

196. Hillandale Inc. denies the allegations contained in this paragraph.

197. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

198. Hillandale Inc. denies the allegations contained in this paragraph.

199. Hillandale Inc. denies the allegations contained in this paragraph.

200. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the percentage of producers that joined the UEP Certified Program. Hillandale Inc. denies the remaining allegations contained in this paragraph.

201. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

202. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

203. Hillandale Inc. denies the allegations contained in this paragraph.

204. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

205. Hillandale Inc. denies the allegations contained in this paragraph.

206. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

207. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

208. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

209. Hillandale Inc. denies the allegations contained in this paragraph.

210. Hillandale Inc. denies the allegations contained in this paragraph.

211. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

212. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

213. Hillandale Inc. denies the allegations contained in this paragraph.

214. Hillandale Inc. denies the allegations contained in this paragraph.

215. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

216. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

217. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

218. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

219. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

220. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

221. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

222. Hillandale Inc. denies the allegations contained in this paragraph.

223. Hillandale Inc. denies the allegations contained in the first sentence of this paragraph. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

224. Hillandale Inc. denies the allegations contained in this paragraph.

225. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

226. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

227. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

228. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

229. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

230. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

231. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

232. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

233. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

234. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

235. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

236. Hillandale Inc. denies the allegations contained in this paragraph.

237. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

238. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

239. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

240. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

241. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

242. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

243. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

244. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

245. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

246. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

247. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

248. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

249. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

250. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

251. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

252. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

253. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

254. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

255. Hillandale Inc. denies the allegations contained in this paragraph.

256. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

257. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

258. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

259. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

260. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

261. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

262. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

263. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

264. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

265. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

266. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

267. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

268. Hillandale Inc. denies the allegations contained in this paragraph.

269. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

270. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

271. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

272. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

273. Hillandale Inc. denies the allegations contained in this paragraph.

274. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

275. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

276. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

277. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

278. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

279. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

280. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

281. Hillandale Inc. denies the allegations contained in this paragraph.

282. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

283. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

284. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

285. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

286. Hillandale Inc. denies the allegations contained in this paragraph.

287. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

288. Hillandale Inc. denies the allegations contained in this paragraph.

289. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

290. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

291. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

292. Hillandale Inc. denies the allegations contained in this paragraph.

293. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

294. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

295. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

296. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

297. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

298. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

299. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

300. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

301. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

302. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

303. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

304. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

305. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

306. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

307. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

308. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

309. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

310. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

311. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

312. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

313. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

314. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

315. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint,

those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

316. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

317. Hillandale Inc. denies the allegations contained in this paragraph.

318. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

319. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

320. Hillandale Inc. denies the allegations contained in the third sentence of this paragraph. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

321. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

322. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies that it was a member of USEM in March 2003. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

323. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

324. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

325. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

326. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

327. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

328. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

329. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

330. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

331. Hillandale Inc. denies the allegations contained in this paragraph.

332. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the allegations contained in this paragraph.

333. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

334. Hillandale Inc. denies the allegations contained in this paragraph.

335. Hillandale Inc. denies the allegations contained in this paragraph.

336. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

337. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

338. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

339. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

340. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

341. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

342. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

343. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

344. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

345. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

346. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

347. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

348. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the allegations contained in the first sentence of this paragraph. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

349. Hillandale Inc. denies the allegations contained in this paragraph.

350. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

351. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

352. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

353. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

354. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

355. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

356. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

357. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

358. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

359. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

360. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

361. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

362. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

363. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

364. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

365. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

366. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

367. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

368. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

369. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

370. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

371. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

372. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

373. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

374. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

375. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

376. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

377. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

378. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

379. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

380. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

381. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

382. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

383. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

384. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

385. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

386. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

387. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

388. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

389. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

390. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

391. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

392. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

393. Hillandale Inc. denies the allegations contained in this paragraph.

394. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

395. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

396. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

397. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

398. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

399. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

400. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

401. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

402. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

403. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

404. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

405. Hillandale Inc. denies the allegations contained in this paragraph

406. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph

407. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

408. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

409. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

410. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for

themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

411. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

412. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

413. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

414. Hillandale Inc. denies the allegations contained in this paragraph.

415. Hillandale Inc. denies the allegations contained in this paragraph.

416. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

417. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

418. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

419. The allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

420. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

421. Hillandale Inc. admits only that some UEP and UEA meetings are held close together in time and space. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

422. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

423. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

424. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

425. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

426. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

427. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

428. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

429. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

430. Hillandale Inc. admits that some officers and/or employees of UEP are UEP employees rather than direct employees of an individual UEP member. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

431. Hillandale Inc. admits only that Gene Gregory was the president of UEP. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

432. Hillandale Inc. admits only that Chad Gregory is the son of Gene Gregory and was a senior vice president of UEP. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

433. Hillandale Inc. admits the allegations contained in this paragraph.

434. Hillandale Inc. admits only that UEP is governed by a board of directors that is elected annually. Hillandale Inc. denies the remaining allegations contained in this paragraph.

435. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

436. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies that Hillandale PA was issued certification number 182 and that Hillandale Inc. or Hillandale-Gettysburg was issued certification number 200. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

437. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

438. Hillandale Inc. admits only that Gene Gregory is the president of UEP and that he has written articles published in United Voices. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

439. Hillandale Inc. denies the existence of any output restriction scheme. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

440. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

441. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information

sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

442. Hillandale Inc. admits only that the UEP is a Capper-Volstead Agricultural cooperative. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

443. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. admits only that UEP is a Capper-Volstead Agricultural cooperative. Hillandale Inc. denies the remaining allegations contained in this paragraph.

444. Hillandale Inc. admits only that UEP is a Capper-Volstead Agricultural Cooperative and that UEP's activities are subject to the provisions of Capper-Volstead. The remaining allegations contained in this paragraph contain legal conclusions as to which no response is required and constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint and speak for themselves. To the extent that a response is required, Hillandale Inc. denies the remaining allegations contained in this paragraph.

445. The allegations in this paragraph consist of legal conclusions as to which no response is required. To the extent that a response is required, Hillandale Inc. denies those allegations.

446. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

447. Hillandale Inc. denies the allegations contained in this paragraph.

448. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

449. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

450. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

451. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

452. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

453. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

454. Hillandale Inc. denies the allegations contained in this paragraph.

455. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information

sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

456. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

457. Hillandale Inc. is without knowledge or information sufficient to form a belief as to who was asked to contribute to UEP meetings on topics related to the UEP Certified program and therefore denies those allegations. Hillandale Inc. denies the remaining allegations contained in this paragraph.

458. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph and therefore denies them.

459. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

460. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

461. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information

sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

462. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

463. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

464. Hillandale Inc. denies the allegations contained in this paragraph.

465. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

466. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

467. Hillandale Inc. denies the allegations contained in this paragraph.

468. The allegations contained in this paragraph constitute legal conclusions as to which no response is required. To the extent that this paragraph is deemed to require a response, Hillandale Inc. denies the allegations contained in this paragraph.

469. The allegations contained in this paragraph constitute legal conclusions as to which no response is required. To the extent that this paragraph is deemed to require a response, Hillandale Inc. denies the allegations contained in this paragraph.

470. The allegations contained in this paragraph constitute legal conclusions as to which no response is required. To the extent that this paragraph is deemed to require a response, Hillandale Inc. denies the allegations contained in this paragraph.

471. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in the first, second, or fourth sentences of this paragraph and therefore denies them. Hillandale Inc. denies the remaining allegations contained in this paragraph.

472. The allegations contained in this paragraph constitute legal conclusions as to which no response is required. To the extent that this paragraph is deemed to require a response, Hillandale Inc. denies the allegations contained in this paragraph.

473. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

474. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint,

those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

475. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

476. Hillandale Inc. denies the allegations contained in this paragraph.

477. Hillandale Inc. admits only that, prior to and at the time the UEP Certified program began, animal welfare concerns had been raised publicly about practices in the egg industry and other sectors of the agricultural industry, that large egg purchasers in the United States demanded that the egg industry adopt animal welfare standards and that animal rights activists had made a series of demands. Hillandale Inc. denies the remaining allegations contained in this paragraph.

478. Hillandale Inc. denies the allegations contained in this paragraph.

479. Hillandale Inc. denies the allegations contained in this paragraph.

480. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

481. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. is without knowledge or information

sufficient to form a belief as to the truth of the allegations contained in the second sentence of this paragraph. Hillandale Inc. denies the remaining allegations contained in this paragraph.

482. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

483. Hillandale Inc. denies the allegations contained in this paragraph.

484. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

485. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

486. Hillandale Inc. denies the allegations contained in this paragraph.

487. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

488. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint,

those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

489. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

490. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

491. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

492. Hillandale Inc. denies the allegations contained in this paragraph.

493. Hillandale Inc. denies the allegations contained in this paragraph.

494. Hillandale Inc. denies the allegations contained in this paragraph.

495. To the extent that the allegations contained in this paragraph constitute an attempt to characterize one or more unauthenticated documents that are not attached to the Complaint, those documents speak for themselves. Hillandale Inc. denies the remaining allegations contained in this paragraph.

496. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

497. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

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499. Hillandale Inc. is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

500. The allegations contained in this paragraph constitute legal conclusions as to which no response is required. To the extent that this paragraph is deemed to require a response, Hillandale Inc. denies the allegations contained in this paragraph.

501. The allegations contained in this paragraph constitute legal conclusions as to which no response is required. To the extent that this paragraph is deemed to require a response, Hillandale Inc. denies the allegations contained in this paragraph.

502. The allegations contained in this paragraph constitute legal conclusions as to which no response is required. To the extent that this paragraph is deemed to require a response, Hillandale Inc. denies the allegations contained in this paragraph.

503. Hillandale Inc. denies the allegations contained in this paragraph.

504. Hillandale Inc. denies the allegations contained in this paragraph.

505. Hillandale Inc. denies the allegations contained in this paragraph.

506. The allegations contained in this paragraph constitute legal conclusions as to which no response is required. To the extent that this paragraph is deemed to require a response, Hillandale Inc. denies the allegations contained in this paragraph.

507. Hillandale Inc. denies the allegations contained in this paragraph.

508. Hillandale Inc. denies the allegations contained in this paragraph.

509. This paragraph purports to be a statement of incorporation as to which no response is required. To the extent that a response is required, Hillandale Inc. denies those allegations.

510. The allegations contained in this paragraph constitute legal conclusions as to which no response is required. To the extent that this paragraph is deemed to require a response, Hillandale Inc. denies the allegations contained in this paragraph.

511. Hillandale Inc. denies the allegations contained in this paragraph.

512. Hillandale Inc. denies the allegations contained in this paragraph.

513. Hillandale Inc. denies the allegations contained in this paragraph.

Hillandale Inc. denies any and all allegations contained in the preamble, prayer for relief, subject headings or any other unnumbered portion of the Complaint.

AFFIRMATIVE DEFENSES

1. Plaintiffs fail in whole or in part to state a claim upon which relief may be granted against Hillandale Inc..

2. Plaintiffs' claims are barred in whole or in part by the statute of limitations and by laches.

3. Plaintiffs' claims are barred in whole or in part by the doctrines of waiver, estoppel, ratification and/or unclean hands.

4. Plaintiffs' claims are barred in whole or in part by the Capper-Volstead Act, 7 U.S.C. §§ 291 et seq.

5. Plaintiffs' claims are barred in whole or in part by the Agricultural Cooperative Marketing Act, 7 U.S.C. § 455.

6. Plaintiffs' claims are barred in whole or in part by Section 6 of the Clayton Act, 15 U.S.C. § 17.

7. If, for any reason, any or all of the alleged acts and omissions of defendants were not within the scope of the foregoing immunities, any resulting damages should be equitably mitigated.

8. If, for any reason, any or all of the alleged acts and omissions of defendants were not within the scope of the foregoing immunities due to a technical defect or deficiency, any such technical defect or deficiencies should be regarded as *de minimis*.

9. Plaintiffs' claims are barred in whole or in part because of the failure to join necessary and/or indispensable parties.

10. Plaintiffs' claims are barred in whole or in part because Plaintiffs have not and cannot demonstrate and/or quantify their damages to the required degree of specificity.

11. Plaintiffs' claims against Hillandale Inc. are barred in whole or in part because Plaintiffs' damages were not legally or proximately caused by Hillandale Inc..

12. To the extent that Plaintiffs have sustained damages, if any, they have failed to mitigate those damages and therefore are barred from recovering damages in whole or in part.

13. Plaintiffs' claims are barred in whole or in part by the Noerr-Pennington doctrine and/or related doctrines.

14. Defendants' alleged conduct and practices are not actionable because they had no adverse impact on competition.

15. Plaintiffs' claims are barred in whole or in part because their claims of fraud or misrepresentation are plead with insufficient specificity.

16. Plaintiffs' claims are barred in whole or in part because they have failed to plead the alleged conspiracy, with requisite particularity.

17. Plaintiffs' claims for treble damages and attorneys' fees to be imposed jointly and severally on all defendants constitutes an excessive penalty that violates the Due Process Clause of the Fifth and Fourteenth Amendments to the United States Constitution.

18. Plaintiffs' claims for injunctive relief are invalid and improper in that Plaintiffs have failed to allege, and are incapable of demonstrating, irreparable harm and/or the absence of any adequate remedy at law.

19. At all times herein, Hillandale Inc. acted in good faith and with the intent to act within the law.

20. Plaintiffs' claims are barred in whole or in part because they did not suffer antitrust injury.

21. Plaintiffs' claims are barred in whole or in part because of the *Copperweld* doctrine.

22. Plaintiffs' claims are barred, in whole or in part, by the doctrines of *in pari delicto*, involvement, participation, equal involvement, complete involvement, and unclean hands.

23. Plaintiffs' claims are barred, in whole or in part, because Plaintiffs were co-initiators, co-conspirators, or involved in creating, maintaining, supporting, relying on, implementing, or otherwise utilizing the conduct and programs challenged in this action.

24. Hillandale Inc. incorporates by reference any affirmative defense raised by any other defendant whether or not set forth herein.

In setting forth these defenses, Hillandale Inc. does not concede that they constitute affirmative defenses or that Hillandale Inc. bears the burden of proof on them:

WHEREFORE, Hillandale PA asks the Court for judgment in its favor:

- (a) dismissing the Complaint;
- (b) for its costs and related disbursements in this action; and
- (c) granting such other relief as the Court shall deem proper.

Dated: January 31, 2014

Respectfully submitted,

/s/ Wendelynn J. Newton

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*Attorneys for Defendant
Hillandale Farms, Inc.*

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

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: MDL No. 2002
: 08-md-02002
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THIS DOCUMENT RELATES TO:

Winn-Dixie Stores, Inc. et al. v.
Michael Foods Inc., et al.

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Defendant Hillandale Farms, Inc.'s Answer and Affirmative Defenses to Plaintiffs' Third Amended Complaint was filed on this 31st day of January, 2014 via the court's ECF system, and thereby served on all parties of record registered with the ECF system.

s/ Samantha L. Southall
Samantha L. Southall